

P970000-76717



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 512199 7135216

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 28, 1997

ORDER TIME : 10:25 AM

ORDER NO. : 512199-005

CUSTOMER NO: 7135216

CUSTOMER: Ms. Sally Kittredge
AMS, INC.

941 Southwest 8th Street

Pompano Beach, FL 33069

000002279786--8
08/28/97--01064--010
***122.50 ***122.50

DOMESTIC FILING

NAME: OSTRICH U.S.A., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
971023 PM 3:28
FBI
SALE
08/28/97

W27-19984
00605

SN AUG 28 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: OSTRICH U.S.A., INC.
Ref. Number: W97000019984

RESUBMIT
Please give original
submission date as file date.

We have received your document for OSTRICH U.S.A., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 797A00043399

EFFECTIVE DATE
8/27/97

ARTICLES OF INCORPORATION
OF

OSTRICH U.S.A., INC.

FILED
97 AUG 28 PM 3:28
TALLAHASSEE

ARTICLE I - Name and Address

The name of this corporation is OSTRICH U.S.A., INC. (hereafter referred to as the Corporation.) The Corporation's principal address is 941 S.W. 8th Street, Pompano Beach, Florida 33069.

ARTICLE II - Duration

This Corporation shall have perpetual existence commencing on August 27, 1997, the date These Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III - Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Powers

This Corporation shall have all the powers conferred upon corporations organized under the laws of the Florida Statutes.

ARTICLE V - Capital Stock

This Corporation is authorized to issue 250 shares of One and no/100 Dollar (\$1.00) par value common stock.

ARTICLE VI - Pre-emptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro-rata share at the price at which it is offered to others.

ARTICLE VII - Initial Registered Agent and Office

The street address of the initial registered office and agent of this Corporation is 941 S.W. 8 Street, Pompano Beach, Florida 33069, and the name of the initial registered agent of this Corporation, at that address, is John E. Murray.

ARTICLE VIII - Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time-to-time by the bylaws, but shall never be less than one (1.) The name and address of the initial director of this Corporation is:

John E. Murray
941 S.W. 8 Street
Pompano Beach, FL 33069

ARTICLE IX - Incorporators

The name and address of the person signing these articles is:

John E. Murray
941 S.W. 8 Street
Pompano Beach, FL 33069

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and Shareholders.

ARTICLE XI - Indemnification


The Corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - Registered Agent


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Act.

First -- That Ostrich U.S.A., Inc., desiring to organize under the laws of the State of Florida with it's principal office, as indicated in these Articles of Incorporation, at the City of Pompano Beach, County of Broward, has named John E. Murray, 941 S.W. 8 Street, Pompano Beach, FL 33069, as its agent for services of process within this state.

ADKNOWLEDGEMENT -- Having been named to accept service for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


John E. Murray, Registered Agent

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of August, 1997.

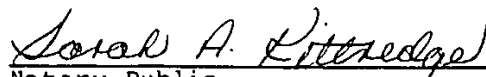

John E. Murray, Incorporator

LOCATION BROWARD COUNTY

STATE OF FLORIDA

BEFORE ME, the undersigned authority, personally appeared John E. Murray who is personally known to me or who has produced a driver's license as identification to be the person who executed the forgoing Articles of Incorporation and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the location aforesaid this 27th day of August, 1997.


Notary Public,
Location of Pompano Beach, FL

